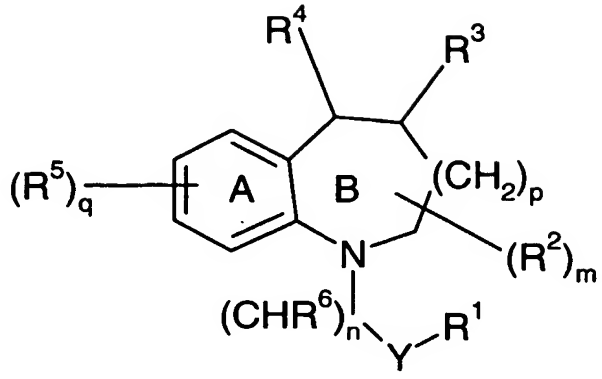
We claim:

1. A compound of formula I



wherein

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

p is 1 or 2;

q is 0, 1, 2, or 3;

Y is a bond, C=O, or $S(O)_t$; wherein t is 0, 1, or 2;

R^1 is selected from a group consisting of hydroxy, C_1-C_6 alkyl, aryl, C_2-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 alkylheterocyclic, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl; C_1-C_6 alkylaryl, heterocyclyl, C_2-C_6 alkylalcohol, C_1-C_6 alkoxy, aryloxy, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -OC_1-C_6 alkylheterocyclic, -OC_3-C_8 cycloalkyl, -OC_1-C_6 alkylcycloalkyl, -NR^7R^8 and -OC_1-C_6 alkylaryl, -O-heterocyclic, and -OC_1-C_6 alkylheterocyclic; provided that R^1 is not hydroxy when Y is $S(O)_t$, CO or when n and y are both zero; and wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3-groups independently selected from oxo, hydroxy, halo, C_1-C_6 alkyl, C_2-C_6 alkene, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 alkylalcohol, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_3 alkyl$NR^{11}R^{12}$, C_1-C_3 alkylCOR^{11},C_0-C_6 alkyl$COOR^{11}$, cyano, C_1-C_6 alkylcycloalkyl, phenyl, -OC_1-C_6 alkylcycloalkyl, -OC_1-C_6 alkylaryl, -OC_1-C_6 alkylheterocyclic, and C_1-C_6 alkylaryl;

R^2 is bound only to carbon atoms and is a group independently selected from hydrogen, hydroxy, halo, C_1-C_6 alkyl, C_2-C_6 alkene, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_6 alkyl$NR^{11}R^{12}$, C_0-C_6 alkylCOR^{11}, C_0-C_6

alkylCOOR^{11}, cyano, nitro, C_0-C_6 alkylcycloalkyl, phenyl, and C_0-C_6 alkylaryl heterocyclyl, C_3-C_8 cycloalkyl, and C_1-C_6 haloalkyl;

R^3 is hydrogen;

R^4 is a group represented by the formula -NR^9R^{10};

R^5 is selected from a group consisting of hydrogen, hydroxy, halogen, C_1-C_6 haloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylaryl, C_1-C_6 alkylheterocyclic, aryl, heterocyclic, cyano, nitro, C_1-C_6 alkyl, C_2-C_6 alkenyl C_1-C_6 alkoxy, aryloxy, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -C_0-C_6 alkylNR^7R^8, C_0-C_6 alkylCOR^7, C_0-C_6 alkylCO_2R^7, C_0-C_6 alkyl$CONR^7R^8$, $CONR^7SO_2R^8$, $NR^7SO_2R^8$, NR^7COR^8, $N{=}CR^7R^8$, $OCONR^7R^8$, $S(O)_tR^7$, $SO_2NR^7R^8$, C_1-C_6 alkylalcohol,

-OC_1-C_6 alkylheterocyclic, and -OC_1-C_6 alkylaryl wherein each of the alkyl, cycloalkyl, aryl and heterocyclic groups is optionally substituted by oxo, alkyloxy, aryloxy; and wherein any two R^5 groups may combine to form an optionally substituted 5-7 member carbocyclic or heterocyclic, saturated or unsaturated ring fused with the A- ring to which they are attached;

R^6 is independently selected from a group consisting of hydrogen, C_1-C_6 alkyl, C_2-C_6 alkenyl, hydroxy, COR^7, C_1-C_6 alkoxy, aryloxy, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, C_1-C_6 alkyl$NR^{11}R^{12}$, C_3-C_8 cycloalkyl, heterocyclic, aryl, and C_1-C_6 alkylcycloalkyl;

each R^7 is independently selected from a group consisting of hydrogen, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, -O C_1-C_6 alkyl, C_1-C_6 haloalkyl, -O-aryl, -OC_3-C_8 cycloalkyl, -O-heterocyclic, -$NR^{11}R^{12}$, -C_1-C_6 alkylcycloalkyl, -OC_1-C_6 alkylcycloalkyl, -OC_1-C_6 alkylheterocyclic, C_1-C_6 alkylheterocyclic, -O C_1-C_6 alkylaryl, C_3-C_8 cycloalkyl, heterocyclic, aryl, and C_1-C_6 alkylaryl, wherein each alkyl, cycloalkyl, heterocyclic or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, halogen, oxo, C_1-C_6 alkyl, C_1-C_6 alkoxy, SO_2R^{11}, $SO_2NR^{11}R^{12}$, C_1-C_6 alkyl$SO_2NR^{11}R^{12}$, $COOR^{11}$, C_1-C_6 haloalkyl, and $NR^{11}R^{12}$, or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and sulfur and wherein the nitrogen-containing heterocycle is optionally substituted with oxo, or C_1-C_6 alkyl;

each R^8 is independently selected from a group consisting of hydrogen, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, -O C_1-C_6 alkyl, C_1-C_6 haloalkyl, -O-aryl, -OC_3-C_8 cycloalkyl, -O-heterocyclic, -$NR^{11}R^{12}$, -C_1-C_6 alkylcycloalkyl, -OC_1-C_6 alkylcycloalkyl, -OC_1-C_6

alkylheterocyclic, C_1-C_6 alkylheterocyclic, -O C_1-C_6 alkylaryl, C_3-C_8 cycloalkyl, heterocyclic, aryl, and C_1-C_6 alkylaryl, wherein each alkyl, cycloalkyl, heterocyclic or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, halogen, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, and $NR^{11}R^{12}$, or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and sulfur and wherein the nitrogen-containing heterocycle is optionally substituted with oxo, or C_1-C_6 alkyl;

R^9 is COR^7 or $S(O)_tR^7$ wherein R^7 is as defined above;

R^{10} is selected from the group consisting of aryl, C_1-C_6 alkylaryl, C_2-C_6 alkenylaryl, C_2-C_6 alkynylaryl, C_1-C_6 alkylheterocyclic, C_2-C_6 alkenylheterocyclic, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkyl-O-C_1-C_6 alkylaryl, and wherein each cycloalkyl, aryl, or heterocyclic group is optionally substituted with 1-3 groups independently selected from the group consisting of hydroxy, oxo, -SC_1-C_6 alkyl, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 alkynyl, C_1-C_6 haloalkyl, halogen, C_1-C_6 alkoxy, aryloxy, C_1-C_6 alkenyloxy, C_1-C_6 haloalkoxyalkyl, C_0-C_6 alkyl$NR^{11}R^{12}$, -OC_1-C_6 alkylaryl, nitro, cyano, C_1-C_6 haloalkylalcohol, and C_1-C_6 alkylalcohol;

R^{11} and R^{12} are independently selected from a group consisting of hydrogen, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_3-C_8 cycloalkyl, heterocyclic, aryl, C_1-C_6 alkylaryl, wherein each aryl cycloalkyl and heterocyclic group is optionally substituted with 1-3 groups independently selected from halogen, C_1-C_6 alkylheterocyclic, and C_1-C_6 haloalkyl, or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen or sulfur and is optionally substituted with oxo, C_1-C_6 alkyl, COR^7, and SO_2R^7;

or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer or mixture of diastereomers thereof.

2. A compound according to Claim 1 wherein R^1 is selected from a group consisting of C_1-C_6 alkoxy, C_1-C_6 alkylcycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylheterocyclic, aryloxy, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -OC_3-C_8 cycloalkyl, -OC_1-C_6 alkylaryl, OC_3-C_8 heterocyclic, and -OC_1-C_6 alkylheterocyclic.

3. A compound according to Claim 1 wherein R^1 is selected from a group consisting of C_1-C_6 alkoxy, C_1-C_6 alkylcycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylheterocyclic, aryloxy, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -OC_3-C_8 cycloalkyl, -OC_1-C_6 alkylaryl, OC_3-C_8 heterocyclic, and -OC_1-C_6 alkylheterocyclic; R^4 is the group NR^9R^{10} and R^9 is selected from an optionally substituted heterocyclic, or alkylheterocyclic.

4. A compound according to Claim 1 wherein R^1 is selected from a group consisting of C_1-C_6 alkoxy, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkylheterocyclic, C_3-C_8 cycloalkyl, C_1-C_6 alkylaryl, aryloxy, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -OC_3-C_8 cycloalkyl, OC_1-C_6 heterocyclic, -OC_1-C_6 alkylaryl, and -OC_1-C_6 alkylheterocyclic; R^4 is the group NR^9R^{10} and wherein R^9 is COR^7.

5. A compound according to Claim 1 wherein n is zero; y is a bond; and R^1 is alkylaryl, alkylheterocyclic, alkycycloalkyl wherein the alkyl, aryl, cycloalkyl and heterocyclic groups are each optionally substituted with 1, 2 or 3 groups independently selected from hydroxy, oxo, -COOH, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_1-C_6 alkylcycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylaryl, aryloxy, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -OC_3-C_8 cycloalkyl, and -OC_1-C_6 alkylaryl.

6. A compound according to Claim 1 wherein p is 1.

7. A compound according to claim 1 wherein p is 2.

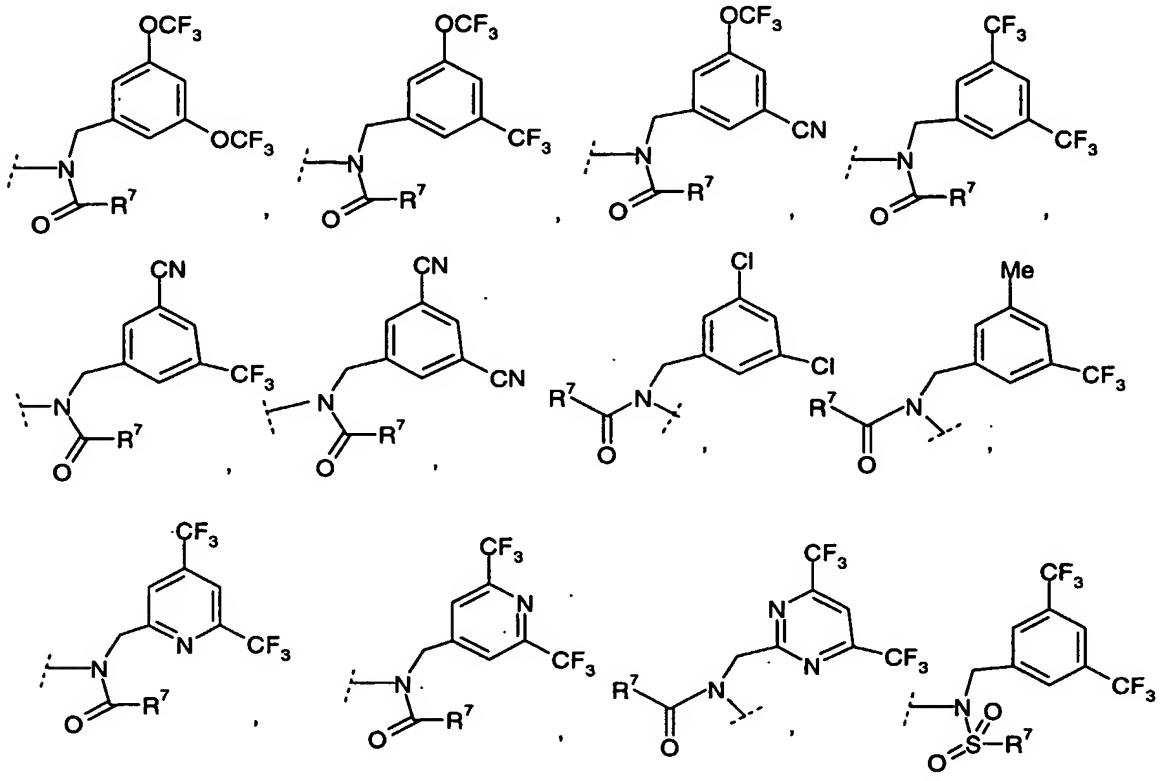
8. A compound of claim 1, wherein p is 1 or 2; n is 0 or 1; m is 0, and q is 1-3.

9. A compound according to Claim 1 wherein n and m are independently 0 or 1; and q is 2 or 3.

10. A compound according to Claim 1, or 3 wherein q is 2 and the R^5 groups combine to form a five or six member optionally substituted fused ring with the A-ring

wherein said fused ring may have 1, 2, or 3 heteroatom linkers independently selected from oxygen, or N or NH.

11. The compound according to Claim 1 wherein R^4 is selected from the group consisting of:



12. A compound selected from the group consisting of:

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-methoxy-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-fluoro-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-methyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-4,4-dimethyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,
6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,
4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester, or a pharmaceutically acceptable salt, solvate, enantiomer, diastereomer or mixture thereof.

13. A method of antagonizing CETP activity comprising administering a compound of formula I or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer or mixture of diastereomers thereof to a patient in need thereof.

14. A method of treating or preventing dyslipidemia comprising administering a compound of formula I or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, to a patient in need thereof.

15. A method of treating Cardiovascular Diseases comprising administering to a patient in need thereof a pharmaceutically effective amount of a compound of formula I or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, to a patient in need thereof.

16. A method of treating or preventing artherosclerosis comprising administering a compound of formula I, a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient.

17. A method according to Claim 10, wherein the down-regulation of CETP activity results in a decrease in LDL- cholesterol.

18. A method of lowering plasma LDL-cholesterol in a mammal comprising administering a therapeutically effective dose of a compound of formula I, a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.

19. A method of treating and/or preventing the pathological sequelae due to high levels of plasma LDL-cholesterol in a mammal comprising administering an effective dose of a compound of formula I, pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers to a patient in need thereof.

20. A method of treating and/or preventing o the pathological sequela due to low levels of plasma HDL-cholesterol in a mammal comprising administering a pharmaceutically effective amount of a compound of formula I or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, to a patient in need thereof.

21. A method of treating and/or preventing obesity comprising administering an effective dose of a compound of formula I, pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.

22. A pharmaceutical formulation comprising a compound according to Claim 1 and a carrier, diluent and/or excipient.

23. A pharmaceutical formulation comprising a compound according to Claim 1 and a carrier, diluent and/or excipient.

24. Use of a compound of formula I for the manufacture of a medicament for treating and/or preventing atherosclerosis in a mammal comprising administering an effective dose of a compound of formula I, a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.

25. Use of a compound according to any one of Claims 1 to 10 for the manufacture of a medicament for treating and/or preventing arteriosclerosis in a mammal comprising administering an effective dose of a compound of formula I, a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.